



## High Performing Boards

***Governance is an amorphous*** --- without clarity, shape or form. It is open to interpretation by the board, staff and members.

The desire for a nonprofit organization is *a high performing board*.

Governance is framed by the intent of the current board, precedents of the past (“we always did it this way”), state and federal legal requirements, established policies (disclosing conflicts, independent audits, etc.), the strategic plan, resources (staff, time, finances) and finally the governing documents (bylaws and articles.)

It’s no surprise that some directors approach their term thinking, “During my first six months I’m just going to observe and won’t say much.” The opposite is a director who proclaims, “I’m going to fix everything in the organization when I get on the board.”

Potentially the best advice is to know that the MISSION is the **destination** and the STRATEGIC PLAN is the **roadmap** or GPS.

Between the destination and the journey, much can be achieved. But governance is open to misinterpretation and misunderstanding. This packet is intended to spark conversations and support continuous improvement.

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# # #



**Note:** It is OK to adapt, copy, share and/or publish these articles or the entire package as a resource to support *director and board continuous improvement*. Governance and strategy tips and tools are available at [www.nonprofitcenter.com](http://www.nonprofitcenter.com).

**Bob Harris, CAE**  
[www.nonprofitcenter.com](http://www.nonprofitcenter.com)  
 bob@rchcae.com

# How to Alienate the Board at Your First Meeting

Bob Harris, CAE

Want to make a bad impression as the newest member of the board of directors? Learn from these mistakes.

1. **Miss the first two meetings.**

When you do show up, tell them you read that the bylaws permits two "unexcused absences" so you thought you'd take them at the start of your term.

2. **Arrive 45 minutes after the meeting starts**

and ask the chairman, "Would you mind recapping what I missed so I can get up to speed?"

3. **Do not read the agenda nor open your board packet**

delivered 10 days ago by express mail -- rather make a big deal of opening it at the board table, commenting on how much there is to read.

4. **Show your aggressive nature by commenting on the agenda**

and asking, "Why aren't we dealing with more important issues like hunger and the environment?" (Let everyone know you have no idea what's in the organization's strategic plan.)

5. **Walk into the board meeting and give a bear hug to the executive director**

--- asking him or her to get you a black coffee with two sugars.

6. **Let the board know you are busy with no time**

for extra work such as committee service or



Somehow, Ted's excitement at discovering the bylaws allowed two unexcused absences didn't catch on. fund raising.

7. **Report that you hear the members complaining** and conclude with, "What are you guys going to do about this?"

8. **When the meeting adjourns, be the first out the door** telling anyone who will listen that you don't agree with the decisions of the board.

9. **After interrupting several times**, let the chairman know you feel that rules of order are for Girl Scouts and the PTA --- and simply impede hearty discussions.

10. **Miss the mandatory new board member orientation**; then throughout the year ask questions you would have known from the training or by reading the leadership notebook.

**The best approach:** Prepare for the meetings, arrive on time, and approach the discussion by listening and working to advance the organization's mission.

A great board member is a committed team player, eager to learn and participate in the critical role of good governance.

# # #

Note: Bob Harris, CAE, provides free governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com). He can be contacted at bob@rchcae.com.



# Significant Challenges for Boards

Bob Harris, CAE

There are more than 1.5 million nonprofit boards in the USA. Chances are good that every organization has experienced at least one of these 12 significant challenges.

## Self-Evaluation

“They can’t evaluate us, we are just volunteers.”

Truth be told the volunteers are trustees of the corporation with responsibilities prescribed in governing documents and by the government. In the US, every city has hundreds, if not thousands, of other nonprofit boards. You want your association board to be recognized as the best. Start with a commitment to excellence and continuous improvement. Six months into the term ask, “How do you think we are doing? What can we improve?” Forms are available to facilitate board and individual self-evaluation.

## Micromanagement

The board hires a CEO ---- and then micromanages his or her decisions.

Hiring quality staff frees the board to focus on governance and outcomes. The problem is board members who incorrectly believe their job is management. The best model for an effective partnership is the board governs and the staff manages.



**BOARD GOVERNS  
STAFF MANAGES**

## Board Size

Boards expand their size with good intentions, “We should add a seat for the student chapter,” and “Past presidents should stay on as ex-officio members.” The average board is 15 directors. More than 20 people becomes unwieldy.

Right-sizing the board begins with a discussion about efficient governance, serving stakeholders and advancing the mission. It can be a difficult to address because directors feel threatened they will lose their position.

## Performance Metrics

“We are a volunteer organization, performance metrics don’t apply to us.”

Everything in the association can be measured. For instance member touch points, savings ratio to budget, political influence, diversity and dues renewal rate. Become performance based by identifying a dozen metrics to monitor association progress. Use dashboards to demonstrate results and trends. Tie metrics to the strategic plan.

## **Strategic Planning**

“We’ve been operating without a strategic plan for decades, let’s leave well enough alone.”

The mission statement is the destination and the strategic plan is the board’s GPS or roadmap. It’s difficult to stay the course without a roadmap and the continuous turn-over of board members. Plans fail because there is no champion or implementation process. Some of the most impactful three year strategic plans fit on a single page and demonstrate value to members. Set SMART goals: specific, measurable, attainable, relevant and timely.

## **Meeting Frequency**

“We meet monthly because we don’t see each other often and don’t want to lose touch with the organization.”

Many associations have realized they can design an agenda that covers the work for the next 60 to 90 days, eliminating the need for convening every 30 days. The savings for staff, and board, will be significant. If there is work to be done between meetings of the board, the executive committee can be convened using conference calls and technology.

## **Sunset Programs**

“During my term as chair I want to add a new program, it should not require much staff time.”

Ten years later the legacy programs added by directors still exist, sapping resources. Undertake the process of purposeful abandonment. Identify all the activities and responsibilities of staff, committees and board. Compare them to return of impact against the mission statement. Do they align with the strategic goals? Make recommendations to drop, delegate, keep or enhance programs. Stop wasting time on underperforming programs.

## **Mergers and Acquisitions**

“We don’t want to lose our identity.” The association may have been founded decades or a century earlier, and people don’t want to change.

External forces may require restructuring to remain sustainable and to best serve the community and its members. Mergers and acquisitions may be an option. Think beyond borders and outside the box. Would forming an umbrella organization increase effectiveness and clout? In mergers, consider the strengths of each organization. Work towards eliminating redundancies and member fatigue in favor of a more efficient hybrid structure.

## **Difficult Conversations**

When there is no trust on the board it is like throwing sand into an engine, things will not work, time will be wasted, micromanagement and suspicion take over.

A role of officers, especially the chief elected officer, is to address difficult issues as they arise. For instance if a board member is speaking without authority, or people are disrespected, don't let it endure. It may not be easy to address bad behaviors or discipline. The longer problems are allowed to fester the more damage to good governance.

## **In the Weeds**

Few directors join a board with solid understanding of governance. You're likely to hear, "When I get on the board I'm going to fix everything."

The board's focus should be at a 50,000 foot perspective. What will the community look like in five years? As opposed to, "What color should we paint the conference room?" When conversations fall to the committee level or administrative duties, everybody on the board is empowered to say, "This conversation feels weedy, let's get back to governance."



## **Come Prepared**

"The challenge of getting board volunteers to prepare by reading the materials before the meeting is universal," said Joe Casey, CAE, Lutine Management Associates.

Board meetings necessitate preparation. When the meeting is announced and agenda distributed there is a responsibility to prepare. If it includes a consent agenda – read all the reports in advance. If work was assigned at the last meeting, check to see what

progress was made. Ask questions *before* the meeting so discussions can be more substantive to produce results.

### **Speed of Outcomes**

“But we are nonprofit, the bar is set lower on serving customers and producing results.” The statement is erroneous.

For-profit corporations continuously answer to shareholder demands and competitive markets. Nonprofit corporations sometimes move at a snail’s pace. For example, deciding on a conference location may take a year with visits, negotiations, personal preferences, committee review and board approval. The for-profit delegates the task to a meeting professional. In another instance, an exciting new program may be delegated to death-by-committee that loses momentum for lack of quorum or misunderstanding of the task. (No wonder it is said, “Committees keep minutes and waste hours.”) Remove the inflexible hurdles by looking at the amount of time and processes to bring new ideas to fruition.

# # #

Note: Bob Harris, CAE, provides free governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com).





## **Save 200 Hours on Board Meetings**

Bob Harris, CAE

Are board meetings depleting association resources and staff time? The culprit may be meeting frequency.

Most boards convene quarterly. A few govern only three times a year. Others gather as frequently as monthly.

The most common reason given for meeting often is, "We've always done it this way."

Other rationales: "We like each other and the meeting facilitates the board's networking." And, "If we don't meet monthly the directors will forget what we are working on."

### **Do the Math**

Directors may not realize the impact on staff time.

Assume planning a meeting takes a day of staff time, add the actual meeting time, and then the time needed to wrap up with minutes and follow through.

Meeting monthly can require nearly 200 hours of staff time, annually.

Add to that an executive committee that convenes in between meetings of the board. That can add another 12 meetings for staff to manage.

If there is a subsidiary foundation or PAC, those too require staff time. And many bylaws indicate the executive director or staff must attend every committee meeting.

### **Before, During and After**

Analyze the impact of convening the board in three phases: before, during and after.

Planning requires agenda development in discussions between the chief elected officer and executive director. With the agenda, supportive items must be prepared and distributed. Committees and staff will be asked to submit reports.

Logistics include determining if a quorum will be present. Many meetings include a food and snacks. Copies have to be made. Possibly a hard-copy agenda and board packet is prepared for every director.

Then there is time scheduled for the actual meeting. Add to that the time that directors spend at the office for friendly chats with the CEO or staff. (“While I was here I wanted to ask some questions and get your help.”)

After the meeting, minutes must be prepared and distributed. Tasks will be assigned, tracked and reminders issued. In reality, the wrap up can take more time than the board meeting itself.

## **Work Life Balance**

At AIA Columbus the executive director, Elizabeth Krile, CAE, explains how and why their association transitioned from monthly to bi-monthly meetings.

In 2018, a strategic goal of the board was to increase board engagement. Leadership felt the meetings were too long and “boring” as directors read their committee reports.

Most of the meetings had one action item, approval of the minutes. Meetings lacked robust discussions—and this was happening every month, giving board members a less than stellar volunteer experience.

It was clear the agenda needed to be restructured, but it was not until we reviewed the AIA membership survey results did we realize we might be meeting too often. A clear theme in the survey was the desire for work-life balance.

We were expecting board members to meet every month, plus attend monthly lectures, committee meetings, continuing education programs, and executive committee meetings if an officer. We were burning out our board members and, once again, giving them an unsatisfactory experience. It was too much

Although there was a desire to change, there was the issue of tradition. The board had met monthly for decades. This alone was a challenge, but through the strong leadership of the president and officers, we “piloted” a bi-monthly meeting schedule in 2018 that continues today.

With a combination of a restructured agenda and a bi-monthly schedule, meetings are now focused on higher-level strategic issues. Directors are fully engaged and energized at the meetings.

So far, the feedback has been extremely positive. Although we continue to “tweak” the schedule, I believe we will not return to the monthly meetings any time soon.

## **Summary**

Be analytical about the time and costs associated with board meetings. Does the return on investment and outcomes merit monthly meetings?

If in doubt, read the last few sets of meeting minutes to determine what significant results occurred. Do results advance the mission and strategic plan? Many board meetings are called to read and listen to reports.

Can an agenda be created to cover necessary items for 60 to 90 days, eliminating the need for convening every 30 days? Can the same amount of work be accomplished by convening less often?

Discuss the frequency with officers and directors. The savings for staff and directors can be significant. If the trial doesn't work after a year, then return to monthly meetings.

For most associations, if there is work to be done between meetings of the board, the executive committee can be convened. Or through technology, a conference call can be made to get the board's input and consensus.

# # #

**Note:** Bob Harris, CAE, provides free governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com). Thanks to Elizabeth Krile, CAE, executive director of AIA Columbus in Ohio for sharing her board's transition.



## Board Size Matters

Bob Harris, CAE

The board table was set for 30. At each director's place there was a board packet and name tent card.

When the meeting convened there were 12 empty seats. Nearly half of the directors did not show up. They addressed the problem by reducing the size of a quorum from 50 to 40 percent or only 12 people.

In a different scenario an association rented the convention center for the board meeting. The directors numbered more than 200.

Prior to gaveling the meeting to order directors stopped by a "registration desk" where they showed a photo ID to receive their board packet and voting device.

Board members were seated classroom style in wide and deep rows. It would be impossible to set an open-U conducive to meaningful discussions.



## Governance Efficiency

What matters most about board size is governance efficiency and producing desired results.

Large boards are rich with ideas and volunteers. Some organizations build their board on the philosophy of "Time, Talent and Treasure" to harness the resources of directors. My preference is to build a board based on competency and efficiency.

A large board requires more staff support. Logistics include distribution of materials, meal guarantees, travel costs, room setup, audio visual equipment and voting devices.

Members of big boards may feel the need to politic or form voting blocs in advance of the meeting because it is hard to build consensus during the meeting. A large board usually delegates authority to or relies on an executive committee.

A small board may be efficient but it too has drawbacks. There are fewer directors to call into service or ask for resources.

Smaller boards are easier to administer and orient. There may be no need for an executive committee because calling an emergency meeting electronically or in person is easy.

## **Regulations**

The IRS addresses board size: "Very small or very large boards may not adequately serve the needs of the organization. Small boards run the risk of not representing (members)....or lacking the required skills and other resources to effectively govern the organization."

"On the other hand, very large boards may have a more difficult time getting down to business and making decisions. If an organization's governing board is large, the organization may want to establish an executive committee with delegated responsibilities...."

At the state level associations are regulated by corporate statutes. Most states require only 1 to 3 directors on a board of directors.

## **Influences on Size**

Board expansion is affected by many factors.

Influences on size include complexity of the organization, history, culture, requirements of the governing documents, state law, anticipated workload, strategic plan, size and diversity of the membership.

Expansion of the group is influenced by precedents ("we've always done it this way"), culture (distrust) and even misunderstandings. For example one might hear, "Board service is an honor so it should be conferred on as many members as possible."

Boards may grow because chapters want a "voice." Some believe the larger the chapter the more directors they deserve. I would ask, "Isn't that a role one person could manage?"

Size increases innocently with best intentions by adding student seats, special interests, keeping the past presidents on, and including ex-officio positions.

I respect large boards that can get the job done. I admire complex associations able to govern with a small board meeting less than four times a year.

## **Director Satisfaction**

“What size should my board be,” is a frequent question.

Referencing the national support organization, BoardSource, the average board size is 16 members, with a median of 15. A 2010 survey found that organizations with budgets of \$10 million or more have an average of 18. Those with less than \$1 million typically have 14.

I find 20 or more to be nearly unwieldy. In large boards, directors struggle to be recognized or lose attention waiting to be heard. I agree with BoardSource, 15 directors is ideal. For strategic discussions, 11 to 15 people allows for prudent decision making.

In an assignment in Amman, Jordan, I explained the average size of US boards is 15 directors. The CEO of the Jordanian Logistics Association responded, “We consider 15 to be a crowd.” JTA’s board is just 9 directors.

In the report *Assessing Board Performance* by BoardSource and the ASAE Foundation, they correlate board size and director satisfaction. Dissatisfaction doubles when the board has more than 20 members.

“A majority of the smallest boards, those with 13 or fewer members, report they are ‘very satisfied’ with the level of commitment.”

Volunteer service should be a positive experience. Directors will not last long if they feel they have no voice or cannot have an impact.

## **Relevance**

Some members question the politics or bureaucracy of boards. “Are they being transparent? Why are decisions so slow? Does the board really represent the membership?”

Most members simply want a fair return on investment for dues paid.

In the book *Race for Relevance* by Harrison Coerver and Mary Byers they recommend significantly smaller boards. They profess governance should be efficient and cut out waste and politics. They prefer a 5 member board based on competency.

The authors argue against larger boards, especially those built on representing special interests, membership segments and geography. Governance is about advancing the mission, not representing subgroups.

## Summary

This is an important topic. Organizations have their own valid reasons for board size.

Many have expressed a desire to downsize. But as one elected president said, “Some of our directors feel threatened when we talk about board size.”

I say the size of the board should reflect governance efficiency and effectiveness to advance the mission and serve the members.

Start the process with an exploratory conversation. Leave out the personalities or names --- we are talking about governance seats not people. Focus on good governance.

The next step is to appoint a Governance Efficiency Task Force to make recommendations and a plan.

# # #

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## **Chasing Squirrels**

Bob Harris, CAE

If you've heard it once you've heard it dozens of times at board meetings: "I just have a question."

I observed it at a meeting this week. The offending director may or may not have realized what she was causing.

Without being recognized by the chair, she said, "I just have a question." She followed her question with what seemed to be a personal opinion. For example, "Have we ever done it this way? I think if we change our approach and use new technology we will get better engagement."

The size of this board is 20 persons. As I listened to the question, nine of the directors added their input, for example:

- "I know the answer to your question..."
- "I tend to agree with you..."
- "I think we tried that once before and it didn't work..."

Directors have a duty to ask appropriate questions at the right time. But they should not hijack the meeting.

### **Squirrels**

When a dog sees a squirrel it is natural to want to chase the animal. Directors sometimes act similarly. When something captures their attention they are quick to go down that path.

At this board meeting nearly half the board chased the squirrel until it ran up a tree. The conversation died a natural death and the board then looked at the chair as if wondering, "What's next?"

The chair took an exasperated sign. It was time to get back to the work laid out by the meeting agenda.

Chasing squirrels is dangerous. It wastes time. People speak as if they have some insider information ("I know the answer.") Allotted time for the agenda lapses.

### **Taking Control**



It is human nature – or the nature of dogs – to chase squirrels. There are ways to curb the behavior.

1. **Recognize it Happens.** Teach board members that squirrel chases are likely to happen, it's only natural. If they recognize the potential distraction, they are less likely to join the chase.
2. **Listen for It.** Directors can discourage squirrely behaviors by not responding when it arises. Let the board chair maintain the decorum of the meeting. Staff can answer the questioner during the break or after the meeting without engaging the whole board.
3. **Meeting Preparation** – Directors will have fewer questions if they receive and read the agenda and materials in advance. *Before* a duly called meeting directors are invited or expected to ask their questions of committees, officers and staff.
4. **Respect the Chair** – Directors don't have the floor unless they have been recognized by the chair. Have them ask to be recognized or raise their hand before they start down the path of "I just have a question." Directors proclaiming they have a quick question may be advised to hold their inquiry until the break.
5. **Respect the Agenda** – The agenda has been crafted to achieve results. The timing has been worked out to make the best use of board meeting. Every squirrel-chase takes away from the business at hand.

It requires discipline to not chase squirrels. Use these tips and techniques.

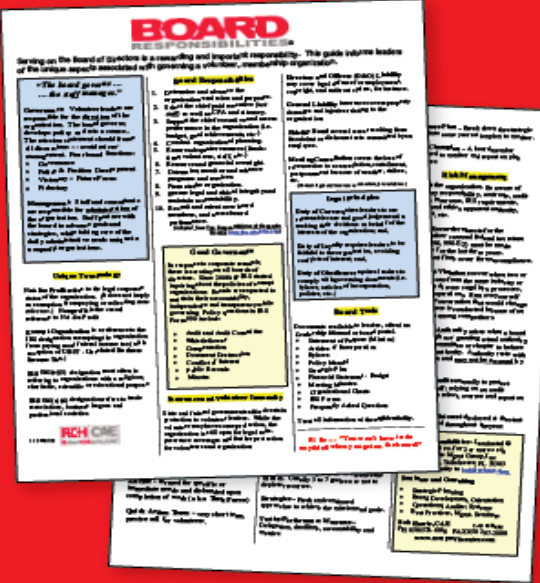
- ✓ Gavel the meeting to order. When a conversation seems to go astray and the chair does not have charge of the meeting, gavel things back to order.
- ✓ Respond with a question. For a director with a reputation for chasing squirrels, ask them if they prepared by reading the reports that were sent with the meeting notice.
- ✓ We're in the weeds. Empower everybody on the board to use the phrase, "we are in the weeds." They can share responsibility for staying focused on the agenda.

The board's role is governance. Governance should address the future and be conducted at a high level. Chasing squirrels is a waste of time.

# # #

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## **Check the Boxes – Director Evaluation**

Bob Harris, CAE

Directors know whether or not they are fulfilling their governance responsibilities. Given a board self-evaluation form, how would they check off the boxes?

### **Convey Responsibilities**

Every director starts their term intending to do a good job. For success they need access to information and orientation.

Board training is recommended annually, even for directors continuing their terms. It is an opportunity to “refresh and blend” the team.

Provide the essential governing documents. Delivery could take the form of a leadership manual, on-line access, or a memory stick. Include:

- |                             |                        |
|-----------------------------|------------------------|
| ✓ Bylaws                    | ✓ IRS Form 990         |
| ✓ Articles of Incorporation | ✓ Budget               |
| ✓ Policies                  | ✓ Organizational Chart |
| ✓ Strategic Plan            | ✓ Rosters              |
| ✓ Board Expectations        |                        |

Let the minutes reflect an orientation was conducted and the documents provided. This might benefit the association if there is a question about fulfilling fiduciary duties, the principle of volunteer immunity, or a legal challenge.

### **Full Disclosure**

Disclose everything expected of directors.

Recently I heard a board chair remind directors they are expected to contribute \$10,000 to association’s foundation. Some of the directors looked at each other and said, “This is the first time I heard about making a contribution.”

Not all duties are described in governing documents. For example, asking board members to make a financial commitment to the foundation or political action committee. Supplementary responsibilities will include chairing committees, visiting chapters, and signing up sponsors.

Create a guide to board expectations listing the responsibilities beyond what is described in bylaws.

If directors are not fully engaged, it could be that nobody told them. Disclosing expectations is part of the nominating or on-boarding processes.

### Director Self-Evaluation

What reasons cause directors to underperform, miss meetings, fail to take on added responsibilities, or not be a good team player?

The cause might be outside distractions. Possibly their work or family is drawing them away from board responsibilities. Or they have lost interest in volunteering. Maybe they didn't realized the extent of the commitment.

Underperforming directors often know the problem but not the remedy. Chances are the rest of the board senses the issue.

Use a self-evaluation form to help them realize their duties and to assess how they are performing. A director who cannot check the boxes may want to have a discussion with the officers or executive director about improving or serving in a different capacity.

Create a grid of director duties and expectations. .

<b>Responsibilities</b>	<b>Director #1 Name</b>	<b>Director #2 Name</b>	<b>Director #3 Name</b>	<b>Director #4 Name</b>	<b>Director #5 Name</b>
Attend 4 Board Meetings a Year					
Contribute to Foundation					
Contribute to PAC					
Sign Up 2 Members					
Visit a Local Chapter					
Serve as Liaison to a Committee					
Attend a Day-at-the-Capitol					
Purpose Table at the Annual Gala					
Financial or In-Kind Commitments are Met					
Other Duties					

### Board Evaluation

Another method of improving performance is to evaluate the whole board as a team. Use this for a group discussion.

The intent is to identify methods to improve governance. Sometimes small suggestions have big impact. For example, one group decided serving lunch was a distraction at

meetings. Another board recommended any persons giving reports should provide them in advance rather than having guests sit through the meeting.

The form is usually a page or two. The board chair or a governance committee should lead the discussion.

:

	<b>Strongly Agree</b>	<b>Uncertain</b>	<b>Strongly Disagree</b>
Mission Statement is being Advanced			
Full Compliance with Governing Documents			
Strategic Plan Guides Board Discussion and Decisions			
Committees Supplement the Work of the Board and Staff			
Finances are Understood and Safeguarded			
Each Board Meeting Concludes with Desired Results.			
Annual Orientation is Effective			

The evaluation process identifies strengths and weaknesses. It starts the conversation. If weaknesses are identified, corrective actions should be discussed.

# # #

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# **Curbing Mission Creep and Micromanagement**

Bob Harris, CAE

Mission creep and micromanagement are disorders of a board. The symptoms and cures are different. Both create disruption in an organization.

## **Mission Creep**

Mission creep is not a disparaging characterization of a member of the board.

It is the process where a gradual shift in purpose occurs, with or without awareness. In organizations with limited resources, the expansion of the mission will dilute programs and services.

A board that tries to be all things to all people will exhaust resources and reduce quality of programs and services.

From the perspective of the IRS, working outside the mission statement may cause “unrelated business income tax” or UBT. The organization has described its purpose to receive its tax exemption status.

## **Guided by Governing Documents**

Governing documents define the parameters of board work.

At the national level, the IRS has reviewed the narrowly defined purpose of the organization. It is noted in the application for exempt status with a “description of the activity including its purpose and how each activity furthers your exempt purpose.” Expansion beyond the purpose can be troublesome.

At the state level the Division of Corporations issues not-for-profit status. The original incorporators submit the association’s mission.

Bylaws describe the purpose of the organization and the relationship of the board to the membership. In addition to defining the purpose the board’s duties are communicated.

Here is a bylaws example that specifies the board’s purpose:

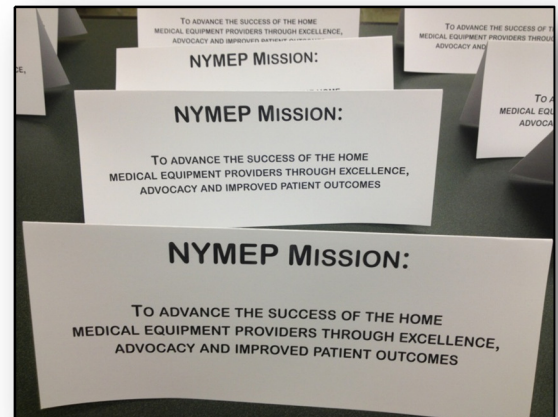
- Establish governance policies.
- Approve the annual budget.
- Establish dues and fees.
- Retain executive director for organization.

Exceeding the parameters of board service, or expanding beyond the mission statement, can have adverse impact. Generally the bylaws approve the board approving funds, setting policy, advancing the mission, hiring a CEO and representing the membership.

## Curbing Mission Creep

Some ways to curb mission creep:

- **Awareness** – Be sure board members understand the mission statement and its relationship to governing documents, membership and legal authorities.
- **Squirrels** – Directors, committees and boards that chase good idea may be distracted from the mission, like a dog chases every squirrel. Before pursuing new ideas, check them against the mission statement.
- **Discipline** – It requires discipline not to expand the mission. If directors don't have the discipline, you would expect the chair of the board to remind board members of the purpose. Use the techniques of reading the mission at the start of meetings or sharing a mission-moment to demonstrate how the organization has recently carried out its mission. Members generally prefer their association be good at a few things rather than trying to do everything.
- **Display** – Wherever governance decisions are made the mission should be displayed. It may be framed on the wall of a conference room, printed on the agenda, or on the reverse side of name tent cards.
- **Resources** – Limited resources should restrain mission creep. As resources grow the board may want to grow association programs. Possibly directors are not aware of the nexus between resources and new initiatives. "This won't take the staff much time," is a frequent board remark.
- **Strategic Plan** – A strategic plan is built upon the mission statement. Within the plan are goals and strategies. If directors ignore the plan or are unaware of its purpose, mission creep may occur. The plan keeps the board "between the rails."



## Curbing Micromanagement

Micromanagement is a style where a manager, or in the case of an association, board members, too closely monitor employees. It has a negative impact on staff when employees feel they are not trusted and are being evaluated by the board.

An example would be a director that drops by the office and begins to ask questions about workload, efficiency and operations. These are areas outside of governance and not in the purview of board members. The staff answer to their supervisors and the executive director.

## Remedies for Micromanagement

Try these cures for micromanagement, starting with awareness:

- **Board Training** – Directors may not realize that their service on the board does not include hiring and evaluating staff. A good orientation will help them understand that the staff work for the executive director.
- **Staff Relationships** – An organizational chart should depict the relationships and lines of authority in the organization. The board has a direct link to the executive director but not to the staff. It would be inappropriate for directors and committees to be calling staff asking for help or favors. Assume the staff has a full workload.
- **Fraternization** – Personal relationships with staff should be careful. Directors maintain a professional, collegial relationship with staff. If staff serve as liaisons to committees, they should be respected as a resource.
- **Enforcement** – In appropriate relationships with staff can result in conflicts of interest or even sexual harassment. The officers and executive director must enforce inappropriate behaviors.

In summary, both mission creep and micromanagement can have adverse effects on the organization. Awareness is the start to avoiding the problems.

# # #

Note: Bob Harris, CAE, provides free governance tips and templates at [www.nonprofitcenter.co](http://www.nonprofitcenter.co)



## Who Sits Next to You at the Board Table?

Bob Harris, CAE

The calibre of directors serving on the board impacts governance and outcomes.

I asked a leadership class “What qualities do you expect of fellow directors when you join an association board?”

One of the participants offered, “You are the average of the five people you associate with.”

Spinoffs of the quote include: “You are the sum of the five people closest to you,” and “You’re the average of the five people you spend most of your time with.”

These future leaders said they wanted to be surrounded by board members who exhibit specific qualities:

**Accountable** – Directors are accountable for their commitments. Volunteers accept assignments that leverage the resources they bring to the board.

**Authentic** – Words and deeds come from the heart. Volunteer work can be tough but directors maintain their passion for the organization.

**Clarity** – It is easy to speak up, but its not so easy to get a point across. In nearly every case “brief is better.” Directors should respect brevity (and time) and be able to read body language to gauge interest.

**Compromise** – Willingness to listen, collaborate and compromise, while standing up for what’s best for the organization.

**Dedicated** – Directors are committed to the organization during their term of office. They realize they are fiduciaries on behalf of the membership.

**Engaged** – Board meetings are periodic yet there are ways to stay engaged between meetings.

**Enthusiastic** – Though board service requires fiduciary responsibilities, directors should remain enthusiastic through their terms of service. Stakeholders know the board is eager to achieve results.

**Focused** – It is natural to wander as ideas and questions arise. The mission and strategic plan will frame discussions and decisions.

**Innovative** – Able to solve problems with available resources (finances, technology, people.) Be leery of directors who identify problems but seldom offer solutions.

**Integrity** – Directors adhere to standards of excellence in governance; avoiding risky behaviors.

**Participatory** – All directors contribute to conversations. Good governance requires a team. Nobody stands back, leaving work to others or withholding ideas.

**Prepared** – Board members prepare by reading advance materials and asking questions of staff, committees and officers.

**Selfless** – Directors make a commitment for the good of the organization and the membership. Board service is NOT about individual gain.

**Strategic** – They know the difference between tactical and strategic. They sustain a long-term, high-level focus.

**Transparent** – Directors have no personal motives. Transparency should guide the board's work to maintain stakeholder confidence.

**Trust** – Actions and words demonstrate a culture of trust; not disparaging people or ideas. Directors respect the board-staff partnership.

These future leaders intend to serve on public and private boards. Who they sit next to at the board table will make a difference.

# # #

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## Advice from Past Presidents

Bob Harris, CAE

We invited a half dozen association past presidents to lunch, asking them to share governance tips with the new board members.

The first advice, “please don’t call me past president. It sounds like I am deceased,” he said. Their insights were eagerly accepted by directors.

- **Post Presidency Rest** - Take a break after completing the association presidency, “but don’t abandon the association.” You will need a rest after the role of chief elected officer, but your skills and value remain essential in the association.
- **Vision and Voice** – You have a voice and a vision. Use the authority granted by the bylaws to do good for the organization and the public.
- **Model of Excellence** – Approach your volunteer service with an intent to make the organization a model of excellence. Remember that others are judging your actions and words as a leader.
- **Have Fun** – Don’t be too serious with your responsibilities. Celebrate every milestone and achievement. Demonstrate respect for each other.
- **Fund Raising** – Whether it is in-kind, personal contributions, or working with staff to generate new revenue, fund raising is a role of directors.
- **Know the Community** – Understand the external environment. Programs can be stronger by collaborating with allied interests.
- **Role Models** – Be a board member who earns and maintains respect. You want to be known for your integrity.
- **Stay Engaged** – Board meetings are infrequent; remain engaged between meetings through member outreach, reading and preparing reports, and asking questions.
- **Show Up** – Each director is vital to the board team. A quorum may depend on you. “Ninety percent of life is just showing up,” according to Woody Allen.
- **Done That, Seen That** – Don’t be surprised if your “good idea” is greeted with, “We tried that once before.” Chances are nearly every idea has been heard or tried before. That doesn’t mean your idea is bad; be innovative when offering

solutions.

- **Strategic Focus** – The association has a roadmap called a strategic plan. Focus on the plan's mission, goals and priorities. Resources are limited. Be strategic and less tactical.
- **Teamwork** – The board is a team. Your efforts are more effective when there is a culture of trust.
- **Courage** – Don't be afraid to stand up for your ideas and for the association. You may feel alone at times, but if you are committed to an idea, stand up for it.

The advice from former presidents was invaluable to the incoming board of directors.



**Former Presidents of AIA San Francisco**

**Note:** Bob Harris, CAE, provides free governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com).

## Audit the Strategic Plan

Bob Harris, CAE

After the strategic planning retreat there is an excitement about implementation. Deployment tactics will involve the board, committees, staff and stakeholders.

Initial steps include aligning committees with the goals, identifying performance metrics, and informing members about the new plan.

The excitement wanes as routines take over. There becomes less interest in execution and monitoring the plan. A crisis may redirect resources and attention.

Distractions, delays and disinterest will hinder execution. Successive boards may not give the plan credence. Performance metrics may not have been established. Or the planning retreat was simply a to-do list for the staff.

It takes resolve to sustain interest in the strategic plan.

“Some believe most the work is done upon board approval of the strategic plan. Goals don’t miraculously accomplish themselves. Implementation requires the convergence of volunteer leadership and staff to craft a program of work including tactics and metrics,” offers Keith Darby, CAE and CEO at the San Mateo County Medical Association.

Strategic Plan Progress Report (staff summary)

Four Organizational Goals and Strategies – Priorities to Advance	Progress		
	Not Started	In Progress	Complete
Powerful Advocacy			
Member grassroots involvement and input.			✓
Powerful lobbying team.		✓	✓
Respected political action committee.		✓	✓
Legal challenges and amicus briefs.			✓
Collaboration with allied organizations.		✓	✓
Messaging advocacy achievements and issues.		✓	✓
Leverage resources of parent organization.	✗	✓	✓
Second Goal	Not Started	In Progress	Complete
Third Goal	Not Started	In Progress	Complete
Forth Goal	Not Started	In Progress	Complete

## Association Audits

Associations are familiar financial audits. An audit is an objective examination and evaluation of a process in the organization.

Audits can apply to any aspect. A communications audit evaluates messaging and brand strength. A financial audit engages an outside accounting professional to review aspects of the finances and to report to the board.

A strategic plan audit will revive the excitement of the planning retreat, get the plan back in high-gear, and may extend life and value of the plan.

## Plan Basics

A plan should guide the association for three to five years. The board has a responsibility to draft it. It serves as the organization's roadmap.

Beware the organization that holds an "annual retreat." The board becomes socialized to thinking the retreat is a one-year focus on the incoming chair's priorities only.

The board must think beyond their terms of office. For instance, planning in 2019 or 2020 should consider the association's relevance in 2022 to 2025.

Leverage the new plan for multiple uses. Create a program of work or use it to answer members' questions: "What does the association do for me?"

"Auditing the plan helps the staff and board objectively look at whether the strategies and goals are still important and relevant to the organization. It's better to regroup in the middle than to look back at poor results due to lack of monitoring," said Bob Thomas, COO at the Michigan Chamber.

## **Audit Process**

An audit considers applications, format and progress. It may start with a report on progress or problems by the plan-champion reporting on progress.

It can be accomplished in a few hours of conversation (in addition to prep and follow-up time.) The discussion should focus entirely on the plan; it isn't part of a convened board meeting but a time to analyze and adapt.

Reviewing the first year of the plan you may hear leaders ask:

- Do members know about our plan, can we improve awareness?
- Are the committees aligned and aware of how their efforts advance elements of the plan?
- Should we re-prioritize our work?
- What external influences hinder our progress?
- Are the performance metrics accurate; should they be adjusted?

The discussion should reinvigorate the plan. New board members, committees and ascending officers will give more emphasis.

## **Extend the Life of the Plan**

The conversations reveal the board's understanding and staff's implementation of the plan. Here's what an audit should check:

- ☐ Strategic plan was formatted to be of value to board and staff.
- ☐ Members and stakeholders were informed of the plan.
- ☐ The plan is considered at board and committee meetings.
- ☐ Performance measures and dashboards are tied to the plan.
- ☐ A plan champion or goal champions are monitoring progress.
- ☐ A six-month or annual update is scheduled to make corrections and celebrate progress.
- ☐ The plan is displayed, or printed as a brochure, to promote awareness.
- ☐ Board agendas reflect a focus on the plan.

There are two beneficial outcomes from an audit. The first is that the plan takes on new meaning and renewed interest by leadership.

The second is the potential to make course corrections that will extend the plan's life and value for another year. If a retreat is planned every three years, it is possible that the audit and tweaking can extend the life without holding another retreat.

Finally, with or without a strategic plan audit, a well drafted plan that identifies the core competencies and a powerful mission should not need much modification three years later. The priorities and strategies may be adjusted but the framework will remain much the same.

# # #

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## **Taming Committee Reports**

Bob Harris, CAE and Dana L. Saal, CMP, CAE

Committee reports can use up valuable time at board meetings. Directors sit through a litany of reports and updates; the average is 15 to 17 per meeting.

Too often they start with, “Our committee didn’t really meet but I can give you an update on how we’re doing...” (There goes another 15 minutes!)

Listening to or reading reports is *not* good governance. Below we have described three ways to tame committee reports at board meetings.

### **Purpose of Committees**

Committees, and your committee structure, can be an asset or a detriment.

Committees are intended to support and supplement the efforts of the board and staff. They may be identified as standing committees (per the bylaws) or task forces (short term assignments). They should produce results that advance the association’s mission and strategic plan.

A productive committee will be key to moving the association forward by producing beneficial results. A rogue committee can get an organization in hot water for what they say or do.

A strong committee structure will engage members and prepare leaders. A weak committee structure can disengage and discourage volunteers, especially if meetings are poorly planned and executed or, worse yet, a call for volunteers is ignored.

### **The Problem with Reports and Updates**

Listening to and discussing reports uses an inordinate amount of the limited, precious time directors have to focus on their real work—advancing the association’s mission and strategic plan, serving stakeholders, and properly using and protecting resources.

Committee reports should communicate how their recommendations and actions support or supplement the board’s work.

### **Several Solutions**

There are several approaches to respecting the reports without losing valuable director time.



**Consent Agenda** – Using a consent agenda is an efficient meeting practice that groups the routine reports into a single agenda item. The reports are distributed and expected to be read *in advance* of the board meeting.

Since most reports are for informational purposes and do not request action, the bundle can be accepted by a single motion, “to accept as distributed.” This leaves time for more substantive discussions, often saving hours.

Establish a policy for directors to ask questions or request discussion about something in a report. e.g., 72 hours prior to the meeting; or, only prior to the consent agenda vote (limit allowable time).

Committee items that require action or approval can be voted on separately.

**Firm Approach** – The chief elected officer establishes non-negotiable content and deadline expectations for reports and updates and remains firm about them. Require that committee chairs submit reports by a pre-established date and that they include only the information that you define. Ask directors to read reports before the meeting. Design consequences (that sting) for missing deadlines.

If highlights of the reports need to be heard at the meeting, require chairs to get prior approval and then set time limits, such as two minutes per report. Watch out for the report that begins with, “I just want to say...” or, “I don’t know if this is for the whole board, but...”

**Reporting Framework** – Reports, whether oral or written, can be unnecessarily lengthy. Provide a framework for committee reports, keeping in mind the adage that brief is better. Emphasize the importance of reporting only need-to-know details and those required by the association bylaws or procedures.

Included is a sample template that details the basic reporting info, plus a reporting table combining the agenda, performance measures, and status. Similar to a project management report, this allows issues and tasks to be easily reported and tracked over time.

Association  
xx Committee/TF/Group

Meeting Report

Meeting Date: xx	Location: xx	Start Time: xx	End Time: xx
MEMBERS/ATTENDANCE			
Chair: xx	Present?		
Co-Chair: xx	Yes   No		
xx	Yes   No		
xx	Yes   No		
xx	Yes   No		
xx	Yes   No		
xx	Yes   No		
xx	Yes   No		
xx	Yes   No		

AGENDA	Action Required?	Action Taken
<b>Welcome, Introductions, and Mission Reminder</b> <i>Ensure everyone knows each other. Do a simple icebreaker if it will be beneficial (e.g. what book are you reading? If you travel anywhere, where would you go?). Read the association mission (below) and remind members this is your north star.</i>	no	
<b>Objective for this meeting</b> <i>What is the primary purpose for this meeting? What do you want to accomplish?</i>	no	
<b>Item 1 – XX</b>		
Status: xx		
Action requested: xx	xx	xx
Follow up required and by whom: xx	xx	xx
Due date: xx		
<b>Item 2 – XX</b>		

Association Mission = xx
Association Vision = xx
Association Values = xx
Committee Mission = xx <i>this committee's primary responsibility in furthering the mission of the association</i>

## After the Reports

The board of directors has oversight of committees and their progress. If a committee is not fulfilling expectations, determine why and then train, redirect, refocus and/or reappoint. Don't waste time hoping it will come around.

If a committee regularly submits reports that do not reflect substantive actions, it's time to reconsider the mission or value of that committee. Perhaps it's a standing committee that is no longer relevant, or a task force that has fulfilled its primary goal and needs to be disbanded.

Instead of mourning the loss of the committee or its members, have a plan that will immediately engage those volunteers in other committees, a new task force, or a brainstorming group.

With a healthy structure, attentive directors and informed, engage volunteers, association committees will be an effective too for advancing the association's mission.

# # #

Note: Bob Harris, CAE, provides free governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com). Dana L. Saal, CMP, CAE, is an association coach and consultant. Learn more at [www.saalmeetings.com](http://www.saalmeetings.com).



# Technology Improves the Consent Agenda

Wil Riley, CAE and Bob Harris, CAE

The consent agenda is a tool to facilitate more effective board meetings. Adding technology to the concept improves ease of use and impact.

In today's fast paced world we must respect volunteers' contributions of time and talents. It will be difficult to convene a quorum if directors feel the meeting wastes their time.

It is especially problematic when so much of a meeting is used for reporting: listening, reading, discussing and approving. The average agenda includes 15 to 17 "reports and updates."

One wonders how the board gets to the essential business of mission and goals if reports consume most the time. A consent agenda may be the solution, technology may be the mechanism.

## The Concept of Consent

Consent means permission for something to happen or agreement to do something.

A consent agenda is an efficient meeting practice that groups routine reports into a single agenda item. The reports are distributed in advance with the expectation they will be read before the board meeting.

 <small>Charleston Realtors Association</small> The trusted source for Lowcountry real estate information for more than 100 years · CharlestonRealtors.com		
<b>CONFLICTS OF INTEREST</b> <small>There is a fiduciary duty to disclose any conflict or potential conflict of interest at the meeting. Should a conflict arise, please inform the CEO.</small>	<b>ANTITRUST AVOIDANCE</b> <small>State and federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations. No such exchange or discussion will be tolerated during this meeting or in informal discussions during breaks, meals or social gatherings.</small>	<b>CONFIDENTIALITY</b> <small>Meeting discussions and handouts are for the purpose of discussion and deliberation. Please respect confidentiality after the meeting and recognize the CEO is the spokesperson for the board unless otherwise specifically indicated.</small>
<b>Board of Directors Meeting Agenda</b> <i>November 28, 2018</i>		
<b>Call to Order</b>		<i>Kimberly Lease</i>
<b>Invocation and Pledge of Allegiance</b>		<i>Edward Oswald</i>
<b>Consent Agenda</b>		<i>Rusty Hughes</i>
<b>Association Reports</b> <a href="#">Minutes</a> <a href="#">By the Numbers</a> <a href="#">Financials</a>		
<b>Committee/Staff Updates</b> <a href="#">Government Affairs Report</a> <a href="#">Professional Standards Report</a> <a href="#">Programs and Events</a>		
<b>MLS Reports</b> <a href="#">CTMLS Minutes</a>		
<b>Correspondence</b> <a href="#">Thank you Note</a> <a href="#">Dewitt King Memorial</a>		

Most reports are for information only, requiring no action by the board. The package of reports and updates can be handled by a single motion, such as, "I move to accept the reports as distributed."

At the start there may be resistance to use of a consent agenda. Some boards feel as if a committee or officer who prepared the report should have a right to have time on the agenda to present it.

It requires that reports be in writing and prepared by a deadline before the meeting. They will be distributed with the meeting notice and agenda. Technology integration improves the process.

### **Discipline Required**

The consent process requires discipline. Discipline to draft and submit timely and meaningful reports. Discipline to ensure that directors read the items in advance.

Also discipline to avoid bringing the reports up again during the meeting. It usually starts with someone saying, "I just have a question about that." The question takes the conversation down a rabbit hole.

### **Application**

The board of directors at the Charleston Trident Association of REALTORS® adopted the consent agenda process several years ago. It has allowed for better-prepared directors, desired results and shorter meetings.

Start by deciding what should go on the consent agenda. For example, the previous meeting minutes, financials and standing committee reports are bundled for advance reading. General correspondence of board interest is also included.

The process is explained at the board's annual orientation. Directors are informed they have a fiduciary duty as trustees to prepare for meetings.

### **Technology Integration**

Each item in the consent agenda is hyperlinked to its source on a board portal or a file hosting service such as Dropbox. Directors click on a link to review the information before the meeting.

The board's regular agenda is available at the meeting with similar links. Directors using tablets can pull up reports with a single click.

### **The Process**

The board president asks if anyone wants to discuss anything in the consent agenda. If not, there is a motion to accept the items presented. If the motion gets a second, the floor is open for discussion. Once discussion is complete, the motion is voted.

If anybody wants to discuss something in the consent agenda, he or she may ask for it to be removed. The president receives an amended motion to accept the items in the consent agenda with the exception of the excluded item.

If the motion gets a second the floor is open for discussion. Once discussion is complete, the motion is voted.

Immediately following this vote the item pulled from the consent agenda is discussed and any action warranted is taken.

Another time saving tip is to link the other items in the remainder of the agenda so directors have access to information before they are discussed and voted. This process supports knowledge based board decisions.

Efficient, effective meetings, and only convening as needed, has supported director participation and understanding while improving outcomes for the association and members.

**Postscript:** CTAR includes three reminders at the top of board agendas: an antitrust avoidance statement, a conflict of interest reminder, and a notice about confidentiality.

# # #

**Note:** Wil Riley, CAE, IOM, is the CEO at the Charleston Trident Association of REALTORS® in South Carolina. Bob Harris, CAE, provides free governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com).



## **Directors Wear Many Hats**

Bob Harris, CAE

The director walked into the board meeting with an agenda of her own. She said, “My chapter expects the state board to resolve our situation.”

What hat was she wearing; a chapter director, a board member? She got on the board because the bylaws allow for representation from each chapter.

This director had a bad assumption about governance. She was obsessed with the problems of her chapter rather than a shared focus on advancing the mission and goals of the state association.

### **Role Confusion and Apparent Authority**

It is understandable that volunteers experience role confusion. They are new to governance processes and bylaws can be difficult to understand.

Another example involves speaking for the association. A director might think that as a member of the board they can speak on its behalf.

They may be asked a question by a newspaper reporter or government official about an association advocacy position. They can decline to answer and redirect the question to the association designated spokesperson. Or, they can make a mistake by answering, “Here’s how my association feels about it.”

Social media platforms can be another problem. Someone might ask about the reputation of a supplier. The board member responds on Facebook, “I’ve used the supplier and found him to be costly and difficult to work with.”



Which hat was the director wearing? It appears he was a board member negatively characterizing a supplier. He might have been expressing a personal viewpoint but it sounded like he was wearing his board hat. Liability may arise because of volunteer leaders speaking without authority.

The legal concept of apparent authority refers to a person who “appears” to be representing an organization whether or not he or she has authority to speak for it. In the example of a director criticizing a supplier on social media, it is possible readers believed the board member making the comments was speaking for the association.

Apparent authority is a legal concept that refers to the situation that arises when a person, such as a board member, indicates to another party that an officer or agent is authorized to act on its behalf, and the third party relies in good faith upon such authority.

Most nonprofit organizations have policies about directors posting on social media, restrictions on access to letterhead and business cards, and lines of authority as to who can speak for the association.

## Changing Hats

To help directors understand which hat they are wearing, the Coastal Carolinas Association of REALTORS® distributed ball caps to each of the 2019 board members.

The association CEO **Laura Crowther said**, “Wear your governing hat when you are at board meetings, take it off when you perform other functions as a volunteer.” Accompanying the ball caps was the book written by Greg Zadel, *Your Director Hat: A Guide to Serving as a Director on a Board*.

In the book Zadel reminds directors that they are there to serve the members and advance the mission. They are fiduciaries, representing the interests of the membership.

## Director Roles

There are a number of situations that require different roles.

**Governance** - The board of directors are charged with governance. They get their corporate authority from state law. Wearing a director’s hat one would NOT expect board members to delve into staffing decisions, management or committee work.

**Representation** – There are lines of authority and communication that should be respected. Directors should not use the board position to indicate they represent the association. This is especially important to be clear when responding to media and governmental inquiries, or using one’s title on stationery or outgoing e-mail signatures in hopes of gaining an advantage.

**Committees** – Often a director will attend an association committee meeting as a board liaison or member of the committee. Just because a person serves on the board, they should not usurp the authority of the appointed committee chair or push through their



own agenda.

**Personal Gain** – Established by law in 1896, it was determined that any director receiving financial benefit from a nonprofit might endanger its tax designation. Thus directors should not wear their board hat to seek personal gain. Directors should disclose conflicts of interest and not promote personal agendas.

**Financial Hat** – A critical role of a director is oversight of the finances, including understanding budget and assets. Stewardship of finances would be difficult if a director did not take financial oversight seriously.

**Staff Relationships** – Directors have the responsibility of governance; that does NOT include hiring and firing, evaluating, or directing staff working under the chief paid person (executive director.) Directors maintain a collegial, professional relationship to staff but they don't call them for favors, make assignments or comment on their work. Remember the adage, "board governs – staff manage."

### **Improve Understanding**

The best way to communicate the multiple hats directors wear is through board orientation. Supporting books for improving governance include *Your Director Hat: A Guide to Serving as a Director on a Board* by Greg Zadel and *The Perfect Board* by Cal Clemons, CAE.

I credit CCAR's CEO for demonstrating the nature of the multiple hats by giving each director a custom ball cap. Her best advice was, "Before taking any action consider whether or not this will benefit the members."

Zadel offers this final advice to directors, "Have a good time. Don't be afraid to have a silly feather or a smiley button on your director hat."

# # #

Note: Bob Harris, CAE, provides free governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com).



## Association CPR - Commitment, Performance and Results

Bill Pawlucy, CAE, Bob Harris, CAE

CPR or **cardiopulmonary resuscitation** is a procedure to support and maintain breathing and circulation on an individual when breathing or the heart has stopped. Performed promptly it can support life until medical professionals arrive.

In an association, CPR may restore life to an under-performing organization. In this case CPR represents a renewal of Commitment, Performance and Results.

### Commitment

Commitment is behavioral. It is influenced by the dedication and work of volunteer leaders and staff.

Commitment may decline for many reasons. An unclear mission or one that is too broad does not motivate. The governing body, its processes or structure may be dysfunctional. The organization may suffer from a lack of resources.

In the life cycle of an organization, the greatest commitment comes from the founders. With organizational age it can be difficult to find dedicated leaders, external factors may compete, and the interest by stakeholders may wane.

Try these steps to improve commitment:

1. **Mission and Brand Promise** – Discuss if the mission still have meaning. Is the message clear? Do newer organizations (non-profit and for-profit) compete, drawing away members, interest, resources and purpose? Update the purpose of the association. If nobody is committed, refer to the dissolution clause in the bylaws.
2. **People** – Are the right people involved? Do the volunteers and staff represent a sincere commitment to the association? Do any changes or enhancements need to be made in board, committees or staffing? Support mechanisms are in place such as orientation, documents, technology and resources.
3. **Communication** – Is it time for a brand update? Do communications, logos and image have strength or looks like a hodgepodge of ideas? Are documents and resources available that support an easy to understand and consistent message?

### Performance

Performance represents processes and systems. Systems in an association range from leadership identification and crafting a long-term strategic plan. Performance includes measures and metrics to monitor progress.

Books have been written about business performance. Start by considering these three factors.

1. **Accountability** – Do people hold themselves accountable for their actions and obligations? Transparency should be a guiding principle so there are no personal agendas but rather a focus on mission and members. From preparing for meetings to connecting with members there must be accountability, the same that would be expected in any successful business.
2. **Metrics** – Volunteer organization often make decisions based on group-think or the whim of the meeting. From the mission statement to committee charges, everything can be measured. Decide on the most important metrics for the year, monitor them and demonstrate them through easy to read dashboard. Results should be measured against the strategic plan to promote successful processes and activities, in turn weeding out the weaker or useless ones.
3. **Strategy** – The opposite of strategic is tactical. An association wants to engage strategic thinkers and avoid the small minded people. A strategist has a handle on environmental opportunities and challenges, making adjustments to support success. A well-developed strategic, multi-year strategic plan guides the team.

## Results

Results may be the most important of the CPR. It is about producing and delivering outcomes. What impact does the association have? Do stakeholders (members) realize the significant value or the organization or do they waffle on whether or not membership is worthwhile?

1. **Vision** – It would be hard to achieve significant results without having a vision of success. It should be developed by the team and remain as a goal or goals to achieve. Without an agreed upon vision of it will be difficult to recognize if results have been achieved.
2. **Consensus** – It takes a team to achieve results. The associations serves members that expect impact and value. The leadership must agree on what much be achieved to produce results.
3. **Stakeholder Awareness** – “We are the best kept secret” should not be the common mantra. Celebrate successes of the association. Share with members

and stakeholders what the association intends to achieve and let them know accomplishments along the way.

To initiate CPR, convene the strategic members of the board and staff for an honest discussion. Ask what works and what needs attention. Consider if CPR is needed on any of the processes, systems and structure of the association.

# # #

## BOARD RESPONSIBILITIES GUIDE



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## **Your Mission Statement is Not a Holiday Turkey!**

Bob Harris, CAE

Boards sometimes create a mission statement similar to how we prepare a holiday turkey. They stuff as much as they can into the mission to satisfy everybody.

Our family turkey used to have a bread stuffing. Then somebody suggested an oyster stuffing. My niece wanted a ground beef stuffing with onions, so we decided to go half and half inside the bird.

Through the years we were influenced to try different cooking techniques. Oven roasting worked but the family said the kitchen was too hot. We moved to the deck for outdoor barbecuing, eventually it was deep-fried in a beer brine.

The results were always good, satisfying everybody at the table. (Dad probably should have said, "Sorry, this turkey can't be everything to everybody.")



### **Stuffing the Mission Statement**

The board is responsible for adopting and advancing the mission. It should communicate the organization's purpose and distinguish it from others.

When directors are asked to recite the mission the room often goes silent. Someone might offer, "We are here to serve the members." Many statements are complex or too long to remember.

Boards create mission statements like we cooked our family turkey, hoping to satisfy everybody's tastes.

Here's what often gets stuffed into the mission.

- **History** – “I think it ought to let people know the organization is over a 100 years, let’s include the founding year at the start.”
- **Values** – One director said values should be inserted in the mission, “readers should know we value accountability and ethics.”
- **Non-Profit** - One might assume people know the organization is a nonprofit, but many missions begin with, “Our association, a non-profit organization, provides....”
- **Size** – “Should we let people know we have more than a 1,000 members? Or we can include something impactful like representing 62 percent of the profession?”
- **Location** – Some mission statements include location: “Headquartered on Main Street for a powerful presence....”
- **Goals** – It’s common to stuff the goals in the mission statement. For example, “We serve members through education, advocacy, events and networking.” Goals should be in a strategic plan, not a mission statement.

I faced this mission recently: “The association was founded more than 80 years ago, we are located in the capitol city to do advocacy, supported by our political action committee, while improving the ethics, professionalism and operational dominance of members through education and our non-profit foundation, we promote member success.”

I prefer a statement that has quick understanding and impact. The best are often short enough to tweet or fit on the back of a business card. One group allowed each of their 15 board members to offer one word in developing the statement, upon consensus it was short and agreeable.

An example of an association mission: “Advancing member interests [i.e. trade or profession] while protecting the public.”

A chamber of commerce mission: “Creating partnerships, promoting community and serving as the voice of business.”

Don’t worry about adding the organization’s name in the mission, the staff will adapt its use with the name and logo as appropriate. Items not in the mission are usually included in the strategic plan, vision and value statements.

Some of the best mission statements are developed when the board is challenged, “Do you think we can create this in 30 minutes, using less than 15 words and get it

as least 80 percent right? We can fine-tune it later”

Revising a mission statement should take far less time than cooking the holiday turkey. Watch out for too many cooks in the kitchen.

# # #

Note: Bob Harris, CAE, provides governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com).

# BOARD RESPONSIBILITIES®

Serving on the Board of Directors is a rewarding and important responsibility. This guide informs leaders of the unique aspects associated with governing a volunteer, membership organization.

## BOARDS GOVERN STAFF MANAGE

**Governance:** Volunteer leaders are responsible for the direction of the organization. The board governs, develops policy and sets a course. The mission statement should frame all discussions. Purposes of a board of directors:

- Governance
- Policy & Position Development
- Visionary – Future Focus
- Fiduciary

**Management:** Staff are responsible for administration of the organization. Staff *partner* with the board to advance goals and strategies, while taking care of the daily administrative needs unique to nonprofit organizations.

### Board Responsibilities

1. Determine and advance the organization's mission and purposes.
2. Select the chief paid executive (*not staff*) as well as CPA and attorney.
3. Support the chief executive and assess performance in the organization (i.e. budget, goal achievements, etc.)
4. Conduct organizational planning.
5. Ensure adequate resources (funds, time, volunteers, staff, etc.)
6. Resource and financial oversight.
7. Determine, monitor and enhance programs and services.
8. Promote the organization.
9. Ensure legal and ethical integrity and maintain accountability.
10. Develop future leaders.

(Adapted from Ten Responsibilities of Nonprofit Boards [www.BoardSource.org](http://www.BoardSource.org) )

### Directors and Officers (D&O) Liability

may cover legal defense for employment, copyright, and antitrust claims, for instance.

### General Liability

insurance covers property damages and injuries relating to the organization.

### Fidelity Bond

covers losses resulting from fraudulent or dishonest acts committed by an employee.

### Meeting Cancellation

covers the loss of revenue due to a cancellation, curtailment, postponement because of weather, strikes, etc.

(Consult legal and insurance counselors for assistance.)

### Legal Principles

**Duty of Care** requires leaders to use reasonable care and good judgement in making their decisions on behalf of the interests of the organization.

**Duty of Loyalty** requires leaders to be faithful to the organization, avoiding conflicts of interest.

**Duty of Obedience** requires leaders to comply with governing documents (i.e. bylaws, articles of incorporation, policies, etc.)

### Unique Terminology

**Not-for-Profit** refers to the legal corporate status of the organization. (It does not imply an exemption from paying or collecting *state sales tax*.) **Nonprofit** is the casual reference to Not-for-Profit

**Exempt Organization** is a reference to the IRS designation exempting the organization from paying most federal income tax (with exception of **UBIT - Unrelated Business Income Tax**.) The most common exempt designations:

**IRS 501(c)(3)** often refers to organizations with a religious, charitable, scientific or

### Good Governance

Scrutiny has increased on nonprofits from media, government and members. More recently the IRS has focused on organization governance and policies. Boards are expected to be accountable, independent and transparent.

Policy questions in IRS Form 990 include:

- Audit and Audit Committee
- Whistleblower
- Compensation
- Document Destruction
- Conflict of Interest
- Public Records
- Board and Committee Minutes

### Insurance and Volunteer Immunity

### Board Tools

Documents available to leaders, often in a **Leadership Manual** or board portal.

- Statement of Purpose (Mission)
- Articles of Incorporation
- Bylaws
- Policy Manual
- Strategic Plan
- Financial Statement - Budget
- Meeting Minutes

# The Case Against Monthly Board Meetings

Bob Harris, CAE

Association executives often ask, “How frequently should the board meet?” The best answer is, “When there is a reason to convene for the purpose of governance.”

The majority of boards meet quarterly. It is ironic that some of America’s largest associations get the job done by convening only three times a year.

Inversely smaller associations and chambers find a need to meet monthly or bi-monthly. Why do organizations with small budgets, fewer members or less programs need to meet more frequently?

“Don’t be afraid to broach the subject of migrating to quarterly meetings,” says Steve Christian, President, Greater Chambersburg Chamber of Commerce.

“We recently added it to our annual planning session, and initially staff had a lot of anxiety over having the issue placed on the agenda at all. Concerned that it may be perceived as diminishing the role of our board, and changing a decades-old tradition. We were pleasantly surprised at how well it was received by our board members, and the change was approved with minimal debate. This frees up staff time to focus on executing our mission and serving our members.”

## **Problems**

Meet too often and complications arise, including wasted time, micromanagement and a lack of quorums. Here are the symptoms:

**Always Done it this Way** – We have met monthly for decades. “If we don’t have meet often we forget about the projects and our responsibilities. We enjoy the camaraderie.”

**Top Brass** – Boards want to attract senior decision makers. Monthly meetings, coupled with the duties of chairing committees and attending events, may limit top echelon directors from volunteering. They delegate the opportunity to underlings.

**Management** – Meetings require staffing. Supporting the board is a key function, including meeting preparation, attendance and wrap up. They invest a lot of time on agenda preparation,

distributing reports, meeting attendance, room set-up and meeting minutes.

**Socializing** – Some directors like the meetings for socializing, seeing friends and exchanging information; not for governance.

**Micromanagement** – When the board meet without a purpose directors may busy themselves with committee work and micromanagement of staff. Remember the adage, “Directors don’t do committee work at the board table.” Similarly the board should not tackle administrative details.



## **Solutions**

The transition from monthly to quarterly meetings should not be difficult if approached rationally. A few members will grieve about the change but most adjust.

**Technology** – There are tech tools allowing for notice, on-line meetings, document collaboration, and voting. While in-person meetings are probably best, use technology to streamline governance.

**Executive Committee** – If the bylaws allow, convene the executive officers instead of the whole board. They may have authority to make decisions in between meetings of the full board.

**Agenda Design** – Is the agenda designed to carry the organization forward just 30 or 60 days? Craft an

agenda that works for 90 days. If an issue arises, the board can meet by conference call or rely on the executive committee.

**Orientation** – Directors should fully understand the purpose of board meetings and their responsibilities. When they realize their roles, they may agree to meet only as needed. It would be wrong to have directors think the meeting is a time for socializing and lunch.

**Postponement** – If there is no pressing issue, nor a good reason to meet, postpone the meeting. By calling for input into the agenda, if none is received it may be a sign that the meeting can be postponed. Nobody will be upset about getting more time in their life because a meeting was cancelled.

Find a compromise between the state corporate requirements for at least one meeting a year to meeting monthly. When suggesting change, rely on the governing documents, efficient practices, resource management, precedents and culture to determine what works best for the organization.

# # #

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## New Year, Clean Slate for Governance

Bob Harris, CAE

For some associations the governance-year begins in January.

A new board and New Year are opportunities for a fresh start. Ideally the legacy of the prior board can be built upon for continued progress.

Though the previous board's reputation might not be so stellar. Dysfunctions may have entered into board processes. Directors might have pushed personal agendas. There may have been in-fighting or disrespect. Maybe the elected president simply didn't achieve the desired results. Or the strategic plan was shelved and the crisis-of-the-month took over.

According to Sam Kuhnert, founder at NubAbility Athletics Foundation, "The New Year is full of opportunity. Don't fear the processes of governance but embrace the chance to improve the organization and its impact in 2019<sup>1</sup>."

If poor performance characterized the prior board, it's time to wipe the slate clean.

### Steps to Improve the Year

Focus on producing results in the year ahead. Agree upon a vision. Advance the mission and adhere to the governing documents. Pull out the strategic plan.

Here's a checklist for an incoming board.

- ☐ **Mission Statement** – Start with a discussion of the organization's statement of purpose. Highlight the mission with significant examples of how it has advanced the profession or benefited members. Keep it visible at meetings and print it on agendas. Directors should realize every idea must be framed by the mission.
- ☐ **Vision** - Develop a vision with the board. It may depict a successful year or longer term aspirations for the organization. To be an effective team everyone should remain focused on mission and vision.
- ☐ **Governing Documents** - Distribute the governing documents. Though they may have been provided in the prior year, a second reading can't hurt. Each document (bylaws, articles of incorporation and policies) has a distinct purpose. They offer structure and describe processes. Make them accessible in a leadership

---

<sup>1</sup> The mission of the NubAbility Athletics Foundation is to encourage, inspire, instruct limb different youth (congenital or traumatic amputees) by getting them out of the stands, off the bench and into mainstream sports.

manual, a board portal or on a file sharing platform.

- ❑ **Meetings** – Agree on the format and frequency of meetings. Discuss the best location, frequency, room set-up and agenda format to maximize productivity. Use technology to support board communications and online meetings. Postpone unnecessary meetings.
- ❑ **Leadership Culture** – Leaders have accepted their volunteer roles. Each person wants to do a good job. Discuss what an effective board culture includes. Directors are likely to offer the principles of diversity, respect, innovation and transparency, among others.
- ❑ **Management Team** – The board governs and the staff manage. They have distinct responsibilities. Interference occurs when lines of communication are blurred. Respect the chief paid officer who is responsible for staff performance.

❑ .

- ❑ **Board Guidelines** – Discuss expectations. For example, meetings will start and end on time. Directors are expected to maintain a professional decorum. Materials will be distributed in advance for reading. Directors and committees are expected to be accountable for their commitments. Develop guidelines about expectations that are not described in the bylaws.
- ❑ **Resource Management** – Little can be achieved without resources, which may be limited. They include finances, time, volunteers and staff. Directors should make the best use of resources, realizing they are fiduciaries on behalf of members and stakeholders.
- ❑ **Strategic Plan** – The roadmap is the strategic plan. If it was pushed aside last year, dust it off and use it as the GPS (Global Positioning System, also known as Goals, Priorities and Strategies.) Keep the plan on the board table --- when ideas or motions are presented check them against the plan

This New Year brings new opportunities. No matter how the last board handled matters, the slate is clean to make a positive impact in the organization.

# # #

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## Living the Association's Values

Bob Harris, CAE

Boards frequently adopt values. Values are the guiding principles that are intended to frame discussions, decisions and events.

Often the process of adoption is only a perfunctory step in strategic planning; like updating the mission or adding a vision. Once adopted the values remain buried in the strategic plan report.

They are seldom referenced at board meetings. If you ask a board if it has values the room may go silent.

After adopting any part of the association “brand platform” the elements should be purposely integrated. The brand platform or member promise is composed of the mission, vision and values.

### Purposeful Integration

Meet the San Diego County Bar Association.

I describe it with one word – DYNAMIC. The word is a noun: “a force that stimulates change or progress within a system or process.” That describes the intent of nearly every association.

The leadership and staff live the values they have adopted. It should be noted they reference the staff as the “internal team” rather than the administrators, managers and executives. This reflects their culture of respect and inclusion.

The association engages members through 50 unique sections, committees and divisions. There are nearly 10,000 members. It's a high-energy association producing results, relevance and celebrating successes.

### Updating the Bar Mission

In 2018 board revised the mission statement to reflect who they have become. The Bar was founded 119 years ago in 1899.

It a different kind of mission statement. Not like the longer versions promoting heritage and describing the association. Nor like shorter versions that can be tweeted but don't say enough to distinguish one organization from another.



It took the courage of the leadership to draft a statement that defines them and their relationship to their members:

“Inclusion and community define us. Innovation and leadership propel us. Your growth motivates us. Celebrating you and the profession **is** us.”

The revised mission is aggressively promoted to keep the bar, bench and local community aware and engaged.

## Guiding Principles

The board also adopted guiding principles. These values should influence discussions, decisions and actions.

- |              |               |
|--------------|---------------|
| ✓ Community  | ✓ Growth      |
| ✓ Inclusion  | ✓ Celebration |
| ✓ Leadership |               |

They are strategically promoted for member and community awareness, including customization of a set of Duplo building blocks to rest on desks and the board table. The principles are promoted on six foot pop-up banners and promotional materials.

From an outsider perspective, I might define the values as:

**Community** – The Bar is a dynamic community supporting the legal profession; and the Bar is integral in giving back to the communities in which they serve.

**Inclusion** – There are all types of practitioners and practice settings to embrace and respect.

**Leadership** – Without authentic leadership by the entire team, little will be accomplished.

**Growth** – Sustainable growth of the Bar, membership, resources and leadership; a plan for the future.

**Celebration** – Have fun and recognize our members and achievements along the way.

## Living the Mission and Values

The Bar integrates the enhanced mission and values into all aspects of their programs, governance, and management. Awareness encourages the leadership to frequently ask, "Are we living our values on behalf of our members?"

Every association wants to be *dynamic*: a force that stimulates change or progress within their profession, trade or community. The San Diego Bar is a dynamic association throughout its structure.

# # #

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## The Humble Board Member

Bob Harris, CAE

Is there one quality that is most respected among board members? A quality that supports continuous success? Something that enhances a culture of trust?

Humility is the trait that best positions a director for sustainable effectiveness on a board.

“When you step into leadership, success is no longer measured by your ability to do the work, but by your ability to set the stage for others to do the work,” offers Heather Breen, Director of Governance, Planning, and Engagement at the San Diego County Bar Association. She continues, “The most successful leaders welcome input and take a step back to allow others to shine.”

A trio of past board officers shared their experiences with a freshmen class of incoming directors. Here's what they said about leadership and humility.

- Don't be afraid to be self-deprecating. The person who might belittle him or herself, preferring to be undervalued or excessively modest, is likely to have the best experience. A director who hoodwinks the board or professes to know everything will have limited respect and success.
- Don't take yourself too serious.
- It is best if you approach leadership from the perspective of positioning the board or your committee for success. It should not be about personal or conflicted interests.





- Though you may have a title of “director” or “officer” on the board, it is not about the title --- it’s about the members.
- You don’t have to be right, or win every discussion. You have to produce results that advance the mission.
- Plan to be a mentor. Demonstrate an interest in the growth and success of every person on the team.
- Respect and work within the existing framework of mission, bylaws, budget and strategic plan.
- Time will fly. Achieve as much as you can in the first three months, then the rest of year will be easier.

Their advice about humility reminds me of the book *Wonder* by R.J. Palacio. It tells the story of a 10-year-old boy who was born with distorted facial features. It suggests that when it comes down to everything that is important, “If you have a choice between being right and being **kind**, choose **kind**.”

# # #

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# BOARD

## RESPONSIBILITIES

Serving on the Board of Directors is a rewarding and important responsibility. This guide informs leaders of the unique aspects associated with governing a volunteer, membership organization.

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## **Why Directors Volunteer**

Bob Harris, CAE

There are many reasons why volunteers accept leadership roles. The answers are both diverse and revealing.

I asked a group of leaders why they decided to become directors in their nonprofit organization.

The Reverend Martin Luther King described volunteer service, “You don’t have to have a college degree to serve. You don’t have to make your subject and your verb agree to serve. You don’t have to know the second theory of thermodynamics in physics to serve. You only need a heart full of grace. A soul generated by love.”

When the opportunity arises, pose the same question. The answers are inspiring. The compilation is a testament of dedicated leaders.

- When I was asked to join the board I felt compelled to accept. Every person has a responsibility for leadership.
- I want to contribute to the community that has positively influenced my life.
- Board service lets me a part of shaping the future.
- This organization is a model of excellence, so I want to be involved.
- I am a proponent of mentoring and helping people succeed; this is my opportunity to fulfill my passion.
- I want to give back to my community.
- I want to learn about and contribute to the concepts of good governance.
- It’s about an opportunity and experience to better my understanding of collaboration, engagement and leadership.
- Governing is an opportunity to position yourself to become a role model.
- The leadership skills I learn will benefit me for life.
- Through membership I have benefited and now is my time to give back.



The list reveals the diverse reasons to serve. Other reasons include personal development, enhancement to one's resume, charitable concerns, sharing resources and self-fulfillment.

## Importance of "The Ask"

In similar board discussions I frequently ask, "How did you get on the board? Did someone ask you?"

Nearly everyone remembers who asked them. Most can name the person, no matter how long ago. The most likely invites come from other board members, past presidents, officers and the executive director.

The passive approach to acquiring leaders has far less impact. Asking people to nominate themselves or sign up gets a low response compared to the direct ask by someone they respect.

Senator John McCain may have described volunteer service best, "**Nothing in life is more liberating than to fight for a cause larger than yourself, something that encompasses you, but is not defined by your existence alone.**"

# # #

Note: Bob Harris, CAE, provides free governance tips and template at [www.nonprofitcenter.com](http://www.nonprofitcenter.com).

# BOARD RESPONSIBILITIES®

Serving on the Board of Directors is a rewarding and important responsibility. This guide informs leaders of the unique aspects associated with governing a volunteer, membership organization.

## BOARDS GOVERN STAFF MANAGE

**Governance:** Volunteer leaders are responsible for the direction of the organization. The board governs, develops policy and sets a course. The mission statement should frame all discussions. Purposes of a board of directors:

- Governance
- Policy & Position Development
- Visionary – Future Focus
- Fiduciary

**Management:** Staff are responsible for administration of the organization. Staff *partner* with the board to advance goals and strategies, while taking care of the daily administrative needs unique to nonprofit organizations.

**Unique Terminology**

**Not-for-Profit** refers to the legal corporate status of the organization. (It does not imply an exemption from paying or collecting *state sales tax*.) **Nonprofit** is the casual reference to Not-for-Profit.

**Exempt Organization** is a reference to the IRS designation exempting the organization from paying most federal income tax (with exception of **UBIT - Unrelated Business Income Tax**). The most common exempt designations:

**IRS 501(c)(3)** often refers to organizations with a religious, charitable, scientific or

## Board Responsibilities

1. Determine and advance the organization's mission and purposes.
2. Select the chief paid executive (*not staff*) as well as CPA and attorney.
3. Support the chief executive and assess performance in the organization (i.e. budget, goal achievements, etc.)
4. Conduct organizational planning.
5. Ensure adequate resources (funds, time, volunteers, staff, etc.)
6. Resource and financial oversight.
7. Determine, monitor and enhance programs and services.
8. Promote the organization.
9. Ensure legal and ethical integrity and maintain accountability.
10. Develop future leaders.

(Adapted from *Ten Responsibilities of Nonprofits* Board [www.BoardSource.org](http://www.BoardSource.org))

## Good Governance

Scrutiny has increased on nonprofits from media, government and members. More recently the IRS has focused on organization governance and policies. Boards are expected to be accountable, independent and transparent.

Policy questions in IRS Form 990 include:

- Audit and Audit Committee
- Whistleblower
- Compensation
- Document Destruction
- Conflict of Interest
- Public Records
- Board and Committee Minutes

## Insurance and Volunteer Immunity

**Directors and Officers (D&O) Liability** may cover legal defense for employment, copyright, and antitrust claims, for instance.

**General Liability** insurance covers property damages and injuries relating to the organization.

**Fidelity Bond** covers losses resulting from fraudulent or dishonest acts committed by an employee.

**Meeting Cancellation** covers the loss of revenue due to a cancellation, curtailment, postponement because of weather, strikes, etc.

(Covers input and disbursements *not* for activities.)

## Legal Principles

**Duty of Care** requires leaders to use reasonable care and good judgement in making their decisions on behalf of the interests of the organization.

**Duty of Loyalty** requires leaders to be faithful to the organization, avoiding conflicts of interest.

**Duty of Obedience** requires leaders to comply with governing documents (i.e. bylaws, articles of incorporation, policies, etc.)

## Board Tools

Documents available to leaders, often in a **Leadership Manual** or board portal.

- Statement of Purpose (Mission)
- Articles of Incorporation
- Bylaws
- Policy Manual
- Strategic Plan
- Financial Statement - Budget
- Meeting Minutes

## Between the Rails

Bob Harris, CAE

The elected chair suggested, “*A strategic plan keeps the board members between the rails.*” Her comment made sense to support good governance and a high performing board.

The rails are like train tracks or highway guard rails. The intent is to stay within the rails while conducting business.

The board should avoid derailments and detours. Distractions are frequent. They may come in the form of committees propose ideas that are beyond available resources. Or from directors unsure about governance so they delve into management.



Detours might come from an elected officer who wants to leave a personal legacy. Or diversions from members asking for new services, so the board tries to be “all things to all people.”

Here are the RAILS within which the board should be guided.

**Mission Driven** – The board advances the mission statement. It is the purpose for existence and justification for tax exempt status. Going too far outside the mission can cause jeopardy. The mission statement should frame nearly every discussion and decision of the board.

**Governance vs. Management** – The board’s role is governance. Directors are authorized to make governing decisions by state corporate law and the governing documents. Seldom should they focus on management decisions. Outside the rails is when a board begins to micromanage or gets into administrative work.

**Strategic Plan** – The board creates and advances a strategic plan. Most plans act as a 3-year roadmap for the organization. It’s easy to set the plan aside as the crisis of the month arises or new ideas are proposed. Keep the plan on the board table to check that committee work and board motions fit within the goals of the plan.

**Board vs. Committees** – Committees are appointed and assigned initiatives from the strategic plan. They supplement the work of the board. They receive authority from the bylaws and/or their appointment by the board. Directors should avoid doing committee work at the board table.

“When a board undermines the work of a committee to which it has entrusted an assignment, the processes lose integrity and support is weakened,” explains Patricia A. Montgomery, IOM, and CAE at the American Society of Civil Engineers.

**Budget** – A budget has been adopted by the board. Directors should be familiar with it and recognize that every new project exhausts resources. Stay within the rails by being knowledgeable about the budget and resources.

**Strategy or Tactics** – Directors have a responsibility to be strategic. It is easy to drop to the level of tactics, usually described as minutiae or administrative details. When the board dives into tactics someone should remind them to “stay out of the weeds.”

There are several tools to keep the board “between the rails.”

# # #

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BOARD RESPONSIBILITIES GUIDE



**BOARD RESPONSIBILITIES**

Developed by the Board of Directors to ensure proper and effective governance. This guide outlines the responsibilities of the Board of Directors in a clear, concise, and easy-to-understand format. It is designed to be a practical tool for the Board of Directors to use in their daily work.

**Topics Covered – Ideal for Board Discussion**

- The Board-Staff Relationship
- Terminology of Non-Profits
- Board Responsibilities
- Volunteer Immunity and Insurance
- Fiduciary Duties
- Board Tools and Common Sense
- Rules of Order
- Committees
- Strategic Planning Terms
- Risk and Liabilities
- IRS Policies

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## **Instill Confidence in New Board Members**

Bill Pawlucy, CAE and Bob Harris, CAE

“Welcome to the board, we’ll see you at the meeting next week!”

These are scary words for a new director. Questions (or fears) quickly arise. “What is expected of me? Will I be prepared? Are there meeting protocols? Am I ready to vote on important issues?”

It causes some directors to freeze. A common response of new directors is, “I won’t say anything during my first six months of meetings; I’ll just be an observer.”

### **Instill Confidence**

All leaders are trustees of the corporation, whether they have served six days or six years. They have fiduciary duties. Their names have been submitted to the state’s division for corporations and to the IRS.

Upon installation they have fiduciary duties for the organization, building on the principles of care, loyalty and obedience.

To instill confidence, be honest about expectations of the job. The nominating committee or executive director should be frank about director responsibilities and the serious commitment they’ve made. Explain all aspects of the job, from board meetings to committee involvement and fund raising. Leave nothing to surprise.

The orientation builds confidence. Provide the documents necessary for good governance. It is frustrating for a new director to sit at the board table wondering what’s in the bylaws, policies and strategic plan. Organize the documents in a board portal, notebook or memory stick.

### **Board Culture and Processes**

Every board has a unique culture and processes in place. To a new director the terminology can be bewildering. There will be agendas, financial statements, reports and rules of order. Don’t let the culture feel awkward.

**Consent Agenda** – The non-controversial reports distributed with the agenda for directors to read before the meeting is referred to as the consent agenda. There is a fiduciary duty to prepare for meetings by reading and possibly questioning the reports.

**Agenda** – An agenda provides format for the meeting. From start to finish it includes what should be accomplished. It may indicate time parameters for each item and identify who or what committee is responsible for reporting. New directors should learn how and when to introduce new items for the agenda. The agenda should be aligned with the strategic plan.

**Rules of Order** – To maintain order, process and decorum at the meeting, a form of rules will be adopted. New directors should be told of the rules and have knowledge about how they work.

**Officer Roles** – Everybody at the board table has an equal vote. The officer positions (chair, vice chair or chair elect, past chair, secretary and treasurer) each have added duties. Learn the best ways to understand and interface with each person at the board meeting. Other seats may be filled by ex-officio and emeritus members of the board.

**Gavel to Gavel** – The authority of board of directors exists from gavel to gavel – convening to adjourning. Individual directors have no power in between board meetings but only as a governing body.

**Committee Reports** – While the board is discouraged from “doing committee work at the board table,” there are likely to be reports. Respect the work of committees and promote reports that are brief, with bulleted items and info-graphics to communicate important points.

**Professional Staff** – Beyond the board of directors, most likely the organization’s executive director will be at the table to offer information and advice. Senior staff might be invited, as well as other board counselors in the form of accountants and attorneys.

**Performance Measures** – Though the organization is most likely a nonprofit entity, there is significant value in setting and monitoring performance. As proposals are offered it is ok to ask, “How will we recognize success of the program or monitor its progress?” Performance measures are a tool to stop doing something that is not meeting objectives and is siphoning resources from other performing projects.

## **Good Counsel**

Come to meetings prepared and ready to make informed decisions. Read the agenda and reports and conduct some inquiry. For example, do you understand the issue? Is there other information available to improve comprehension? Communicate with staff and other sources to acquire answers.

Stay engaged between meetings. When the meeting adjourns the duties of the directors don’t end. Be a sounding board by listening to members. While the

engagement continues, real authority only exists at duly called meetings. As problems arise, be innovative about finding solutions collaboratively.

Directors should be visionary. Directors don't just consider what might occur in the next couple of months. They should be able to think beyond their term of office to best position the organization and to serve members. Focus efforts on advancing the strategic plan.

Instilling confidence is the foundation for new directors to participate governance processes. Maintaining that confidence is the key to performance excellence.

# # #

**Note:** Bob Harris, CAE, provides free governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com). Bill Pawlucy, CAE, provides tips and tools at [www.AssociationOptions.com](http://www.AssociationOptions.com).

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## Jump Start a Conversation

Bob Harris, CAE

A board member explained, “People joined 30 years ago because it was prestigious. Membership was the way to establish credibility and meet the right people. Our stature has faded since the 80s.”

Another director said, “Our numbers have declined for decades. They joined to build their business connections, now they use the internet.”

Can this association be jump started for relevance and to deliver value?

### Jumper Cables

A three-hour Saturday morning session kicked off a motivating conversation. Through discussions with the board new ideas and commitments developed.

The phrase “jump start” is associated with a dead car battery. The battery is revived by jolting it with jumper cables.

Some associations need a jolt of reality. A good time for jumper cables is at the annual orientation of the leadership.



Nonprofits conduct board training to inform directors of roles and goals. Extend the schedule to include a conversation about the past and more importantly the future. Transform directors’ concerns into positive actions.

“If the board is overwhelmed by the idea of change, appoint a strike force for the jump start. Identify a work that understands the problem and makes recommendations. Knowing the group will disband upon completion of their task, it is easier to get their buy-in,” suggests Claire Louder, President of Louder NonProfit Strategies.

### Opportunities

Areas that yield significant results:

**Strategy** – When I asked the elected president if a strategic plan exists she said, “Yes I created a calendar for the year.” Most strategic plans should span 3 to 5 years.

Asked about the prior plan and they said, “We did it six years ago but seldom use it for board work.”

Share examples of how impactful organizations implement their strategic plans. Use the time to mark up a quick diagram of what might be in their next plan and set a date for planning.

Within 30 minutes they had outlined a vision and suggested four goal areas. The discussion motivated them and gave them a platform to build upon.

**Mission** – Their mission statement was a run-on sentence of 70 words. When asked about the meaning the room was silent. They agreed it should be more succinct, clearer and a size that could be tweeted. A quick-action team was appointed to bring recommendations to the next meeting.

**Entrepreneurship** – “What could the association offer that positions it to be essential for the success of members; a significant benefit or service,” I asked.

They suggested thinking outside their borders to collaborate with neighboring associations. Then they asked if creating a for-profit entity under the association would have advantages to building new benefits and services.

**Committees** – The association had 15 committees. Members cringed when asked to join a committee for fear it would be a waste of time. The board reviewed the list and made three decisions.

- Amend the bylaws to remove reference to specific committees, preferring to identify committees in a policy manual.
- Rely on short term task forces and micro-tasks to advance the work.
- Eliminate or merge committees that do not align with their strategic goals.

**Governance** – The board meets monthly, struggling for a quorum. Directors suggested meeting every other month, allowing the executive committee to conduct interim business. This freed up valuable time for the executive director.

Regarding their agenda they noted it was mostly reports and updates. The reports could be disseminated in advance for reading, allowing more time for meaningful discussions.

Conduct the jump start conversation at a time when rules of order and minutes are not part of the meeting. Promote a frank discussion based on reality and the board's responsibility to be forward thinking.

# # #

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